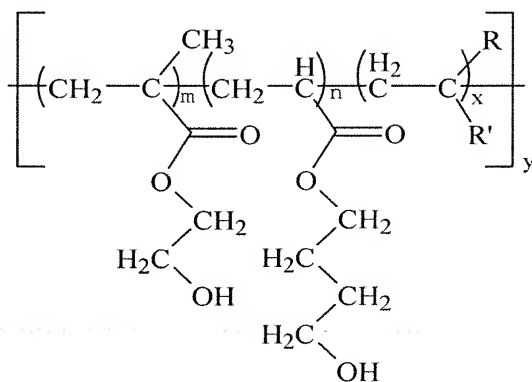


**IN THE CLAIMS:**

1. (Currently amended) A cosmetic composition comprising:
  - a) polymers selected from the group consisting of hydrophilic copolymers and terpolymers having a structure:



wherein R is CH<sub>3</sub> or H,

R' is aliphatic, aromatic, carboxy acid, carboxy ester, amide, hydroxyl, or amine,

m, n, and y, independently, are from about 1 to about 100, and x is from about 0 to 100;

- b) ~~Glycerols~~ glycerols selected form the group consisting of glycerol, ~~modified glycerols,~~ glycerol ethers, glycerol esters, and mixtures thereof; and
  - c) a polar volatile solvent.

2. (Original) The cosmetic composition of claim 1 wherein the polymer is a hydrophilic copolymer.
3. (Original) The cosmetic composition of claim 2 wherein the hydrophilic copolymer is poly(2-hydroxyethyl methacrylate-co-4-hydroxybutyl acrylate).
4. (Original) The cosmetic composition of claim 3 wherein the hydrophilic copolymer is present at a level of from about 1% to about 50%.
5. (Currently amended) The cosmetic composition of claim 3 wherein ~~the HEMA/HBA~~ 2-hydroxyethyl methacrylate/4-hydroxybutyl acrylate ratio is from about 0.7:1 to about 4:1 and ~~the~~ a glass transition is from about 5°C to about 55°C.

6. (Original) The cosmetic composition of claim 1 further comprising a polymeric thickener.

7. (Currently amended) The cosmetic composition of claim 6 wherein the polymeric thickener is a cationic polyacrylate.

8. (Currently amended) The cosmetic composition of claim 1 wherein the glycerol is a glyceryl ether.

9. (Original) The cosmetic composition of claim 1 wherein the polar volatile solvent is a mixture of water and ethanol.

10. (Original) The cosmetic composition of claim 9 comprising about 70% water.

11. (Original) A lip product comprising the composition of claim 1 having a viscosity of from about 500cP to about 15,000cP at room temperature.

12. (Cancelled)

13. (Cancelled)

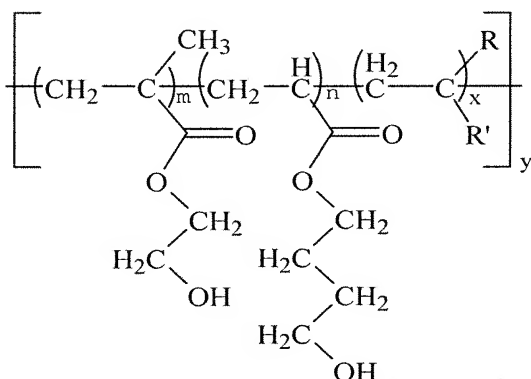
14. (Cancelled)

15. (Cancelled)

16. (Currently amended) A lip cosmetic kit comprising:

(I) a cosmetic composition comprising:

a) polymers selected from the group consisting of hydrophilic copolymers and terpolymers having a structure:



wherein R is CH<sub>3</sub> or H,

R' is aliphatic, aromatic, carboxy acid, carboxy ester, amide, hydroxyl, or amine,

m, n, and y, independently, are from about 1 to about 100, and x is from about 0 to 100;

b) ~~Glycerols~~ glycerols selected from the group consisting of glycerol, ~~modified glycerols,~~ glycerol ethers, glycerol esters, and mixtures thereof; and

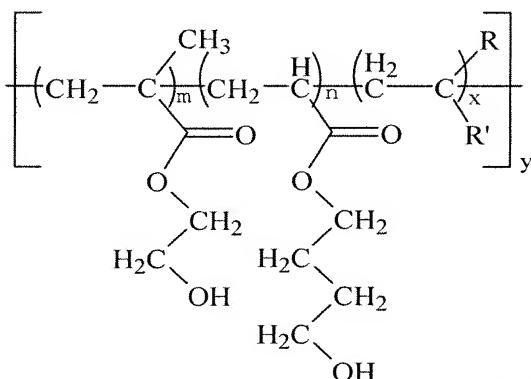
c) a polar volatile solvent; and

(II) a complementary product comprising a topcoat composition that comprises a safe and effective amount of a polymeric vegetable oil emollient.

17. (Currently amended) A lip cosmetic kit comprising:

(I) a cosmetic composition comprising:

a) polymers selected from the group consisting of hydrophilic copolymers and terpolymers having a structure:



wherein R is CH<sub>3</sub> or H,

R' is aliphatic, aromatic, carboxy acid, carboxy ester, amide, hydroxyl, or amine,

m, n, and y, independently, are from about 1 to about 100, and x is from about 0 to 100;

b) ~~Glycerols~~ glycerols selected from the group consisting of glycerol, ~~modified glycerols,~~ glycerol ethers, glycerol esters, and mixtures thereof; and

c) a polar volatile solvent; and

(II) a complementary product comprising a topcoat composition ~~that comprises a topcoat composition~~ that comprises a safe and effective amount of silicone modified fluorinated polymers.

18. (New) The cosmetic composition of claim 1 wherein the glycol ether comprises an ethoxylated glycol.

19. (New) The cosmetic composition of claim 18 wherein the ethoxylated glycol comprises glycereth G-26, glycereth G-7, or a mixture thereof.

20. (New) The cosmetic composition of claim 1 wherein the polar volatile solvent is selected from the group consisting of water, ethyl alcohol, isopropyl alcohol, butyl alcohol, and mixtures thereof.

21. (New) The cosmetic composition of claim 1 further comprising a pigment selected from the group consisting of an aluminum lake, a barium lake, a calcium lake, an iron oxide, a titanium oxide, a titanated mica, and mixtures thereof.

22. (New) The cosmetic composition of claim 1 comprising:  
(a) about 10% to about 30% of a poly (2-hydroxyethyl methacrylate-co-4-hydroxybutyl acrylate);  
(b) a glycerol ether; and  
(c) a polar volatile solvent selected from the group consisting of water, ethyl alcohol, isopropyl alcohol, butyl alcohol, and mixtures thereof.

23. (New) The cosmetic composition of claim 16 wherein the polymeric vegetable oil emollient comprises a sucrose polyester.

24. (New) The cosmetic composition of claim 17 further comprising a modified silicone selected from the group consisting of an aminosilicone, a carboxy modified silicone, an epoxy modified silicone, and mixtures thereof.